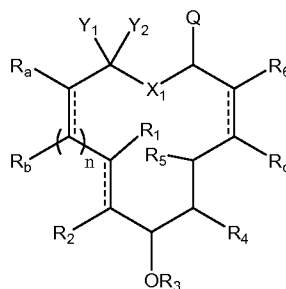


## AMENDMENTS TO THE CLAIMS

The following **Listing of Claims** will replace all prior versions, and listings of claims in the application.

1. (CURRENTLY AMENDED) A pharmaceutical composition comprising:  
a pharmaceutically acceptable carrier, adjuvant or vehicle; and  
a therapeutically effective amount of a compound having the structure:

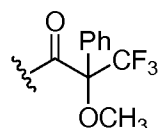


(I)

or pharmaceutically acceptable salt thereof;

wherein **R<sub>1</sub>** and **R<sub>2</sub>** are each independently hydrogen or lower alkyl;

**R<sub>3</sub>** is hydrogen or lower alkyl, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or a prodrug moiety or an oxygen protecting group;

**R<sub>4</sub>** is ~~hydrogen~~, halogen, -OR<sup>4A</sup>, oxo, -OC(=O)R<sup>4A</sup>,  or -NR<sup>4A</sup>R<sup>4B</sup>; wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

**R<sub>5</sub>** is hydrogen or lower alkyl;

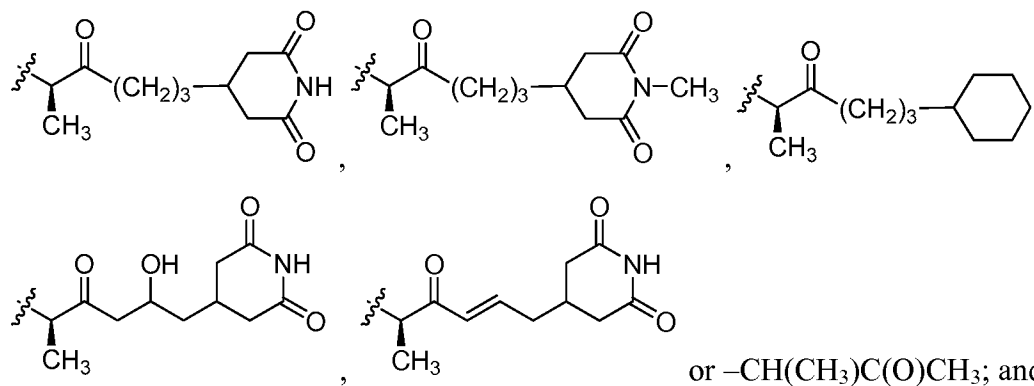
**R<sub>6</sub>** is hydrogen or lower alkyl;

**R<sub>a</sub>** and each occurrence of **R<sub>b</sub>** and **R<sub>c</sub>** are independently hydrogen;

**n** is 3;

**X<sub>1</sub>** is O, NR<sup>X1</sup> or CR<sup>X1</sup>R<sup>X2</sup>; wherein R<sup>X1</sup> and R<sup>X2</sup> are independently hydrogen;

**Q** is hydrogen, lower alkyl,

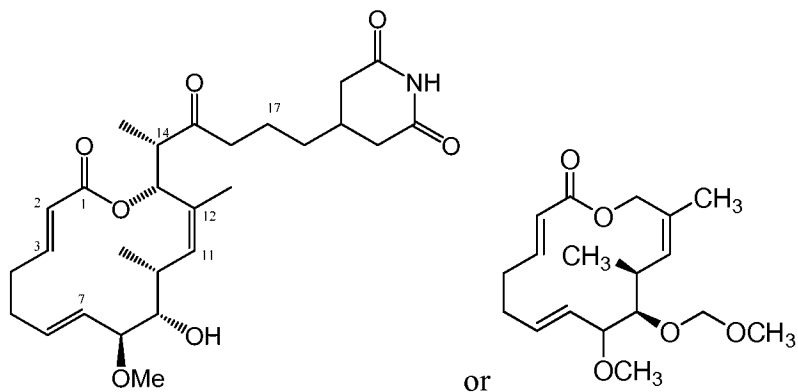


$Y_1$  and  $Y_2$  are independently hydrogen, lower alkyl, or  $CF_3$ ; or  $WR^{Y1}$ ; wherein W is independently  $-O-$ , or  $-NR^{Y2}$ , wherein each occurrence of  $R^{Y1}$  and  $R^{Y2}$  is independently hydrogen, or lower alkyl; or an aliphatic, heteroaliphatic, or  $Y_1$  and  $Y_2$  together with the carbon

atom to which they are attached form a moiety having the structure:

whereby the composition is formulated for administration to a subject at a dosage between about 0.1 mg/kg to about 50 mg/kg of body weight,

with the proviso that the compound does not have the following structure:



2. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.

3. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.

4. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.

5. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.

6. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.

7. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.

8. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.

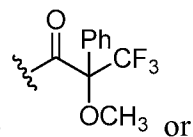
9. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.

10. (ORIGINAL) The composition of claim 1, wherein the dosage is 10 mg/kg or greater of body weight.

11. (CURRENTLY AMENDED) The composition of claim 1, wherein:

**R<sub>1</sub>** and **R<sub>2</sub>** are each independently hydrogen or substituted or unsubstituted lower alkyl;

**R<sub>3</sub>** is hydrogen, or substituted or unsubstituted lower alkyl;



**R<sub>4</sub>** is ~~hydrogen~~, halogen, -OR<sup>4A</sup>, -OC(=O)R<sup>4A</sup>, ~~oxo~~, ~~OC(=O)R<sub>4A</sub>~~, -NR<sup>4A</sup>R<sup>4B</sup>; wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, or substituted or unsubstituted lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

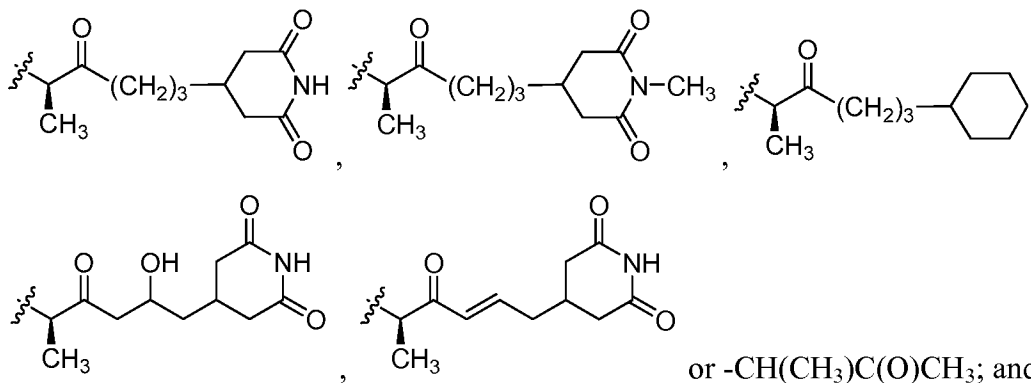
**R<sub>5</sub>** and **R<sub>6</sub>** are each independently hydrogen or substituted or unsubstituted lower alkyl;

**R<sub>a</sub>** and each occurrence of **R<sub>b</sub>** and **R<sub>c</sub>** are independently hydrogen;

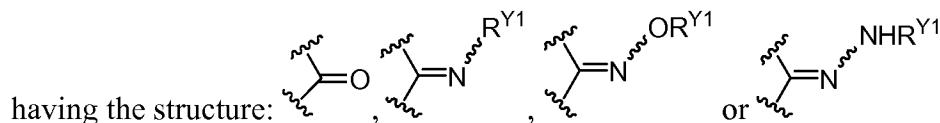
**n** is 3 ;

**X<sub>1</sub>** is O, NR<sup>X1</sup> or CR<sup>X1</sup>R<sup>X2</sup>; wherein R<sup>X1</sup> and R<sup>X2</sup> are independently hydrogen;

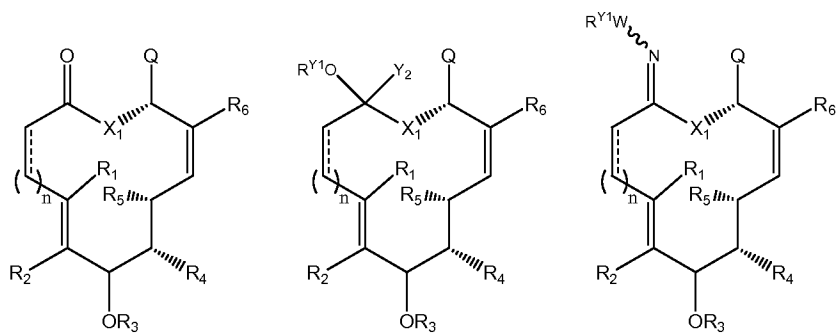
**Q** is hydrogen, lower alkyl,



**Y<sub>1</sub>** and **Y<sub>2</sub>** are independently hydrogen, lower alkyl, or CF<sub>3</sub>; or WR<sup>Y1</sup>; wherein W is independently O, or NR<sup>Y2</sup>, wherein each occurrence of R<sup>Y1</sup> and R<sup>Y2</sup> is independently hydrogen, or an alkyl, or **Y<sub>1</sub>** and **Y<sub>2</sub>** together with the carbon atom to which they are attached form a moiety

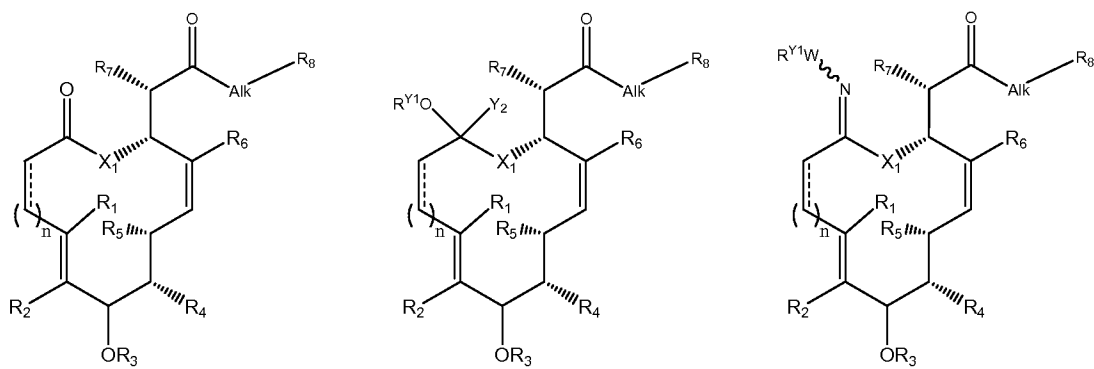


12. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R<sub>a</sub>, R<sub>b</sub> and R<sub>c</sub> are each hydrogen, and the compound has one of the following structures:



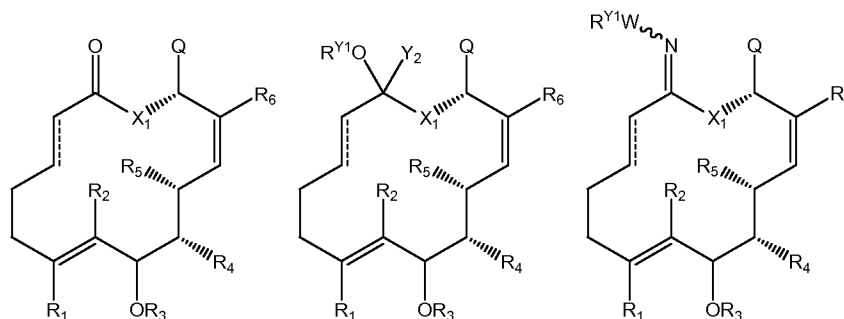
wherein R<sub>1</sub>-R<sub>6</sub>, Y<sub>2</sub>, X<sub>1</sub>, n and Q are as defined in claim 1; W is O or NH; and R<sup>Y1</sup> is hydrogen, ~~or~~ an aliphatic moiety, or a heteroaliphatic moiety.

13. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R<sub>a</sub>, R<sub>b</sub> and R<sub>c</sub> are each hydrogen, Q is a carbonyl-containing moiety and the compound has one of the following structures:



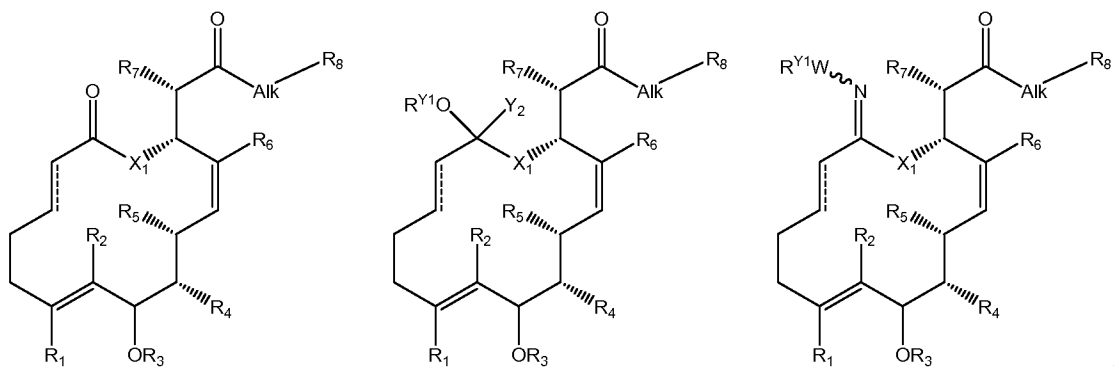
wherein  $R_1$ - $R_6$ ,  $Y_2$ ,  $X_1$ , and  $n$  are as defined in claim 1;  $W$  is  $O$  or  $NH$ ; and  $R^{Y1}$  is hydrogen, or an aliphatic, heteroaliphatic;  $R_7$  is a substituted or unsubstituted lower alkyl or heteroalkyl moiety;  $R_8$  is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl; and  $Alk$  is a substituted or unsubstituted  $C_{0-6}$  alkylene or a  $C_{0-6}$  alkenylene chain wherein up to two non-adjacent methylene units are independently optionally replaced by  $CO$ ,  $O$ , or  $NR^{Z1}$ , wherein  $R^{Z1}$  is independently hydrogen or alkyl.

14. (CURRENTLY AMENDED) The composition of claim 1, wherein  $R_a$ ,  $R_b$  and  $R_c$  are each hydrogen,  $n$  is 3 and the compound has one of the following structures:



wherein  $R_1$ - $R_6$ ,  $Y_2$ ,  $Q$  and  $X_1$  are as defined in claim 1;  $W$  is  $O$  or  $NH$ ; and  $R^{Y1}$  is hydrogen, ~~or~~ an aliphatic moiety, or a heteroaliphatic moiety.

15. (CURRENTLY AMENDED) The composition of claim 1, wherein  $R_a$ ,  $R_b$  and  $R_c$  are each hydrogen,  $n$  is 3,  $Q$  is a carbonyl-containing moiety, and the compound has one of the following structures:



wherein  $R_1$ - $R_6$ ,  $X_1$  and  $Y_2$  are as defined in claim 1;  $W$  is  $O$  or  $NH$ ;  $R^{Y1}$  is hydrogen, ~~or~~ an aliphatic moiety, or a heteroaliphatic moiety,  $R_7$  is a substituted or unsubstituted lower alkyl or heteroalkyl moiety;  $R_8$  is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl; and  $Alk$  is a substituted or unsubstituted  $C_{0-6}$  alkylene or  $C_{0-6}$  alkenylene chain wherein up to two non-adjacent methylene units are independently optionally replaced by  $CO$ ,  $O$ ,  $NR^{Z1}$ , wherein  $R^{Z1}$  is independently hydrogen, or alkyl, ~~and  $R_8$  is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl.~~

16. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein  $R_1$  and  $R_2$  are each hydrogen.

17. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein  $R_5$  and  $R_6$  are each methyl.

18. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein  $R_3$  is lower alkyl.

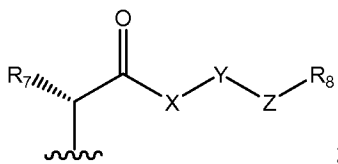
19. (ORIGINAL) The composition of claim 18, wherein  $R_3$  is methyl.

20. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein  $R_4$  is  $OH$ ,  $NH_2$  or halogen.

21. (ORIGINAL) The composition of claim 13 or 15, wherein  $R_7$  is lower alkyl.

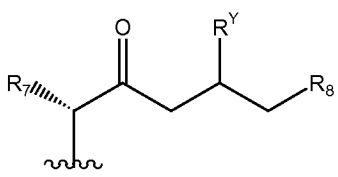
22. (ORIGINAL) The composition of claim 21, wherein  $R_7$  is methyl.

23. (CURRENTLY AMENDED) The composition of claim 1, wherein Q has the structure:



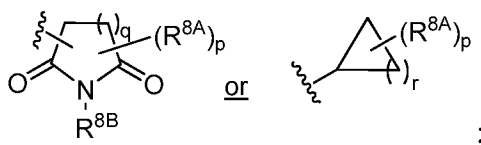
wherein  $R_7$  is a substituted or unsubstituted, or a lower alkyl moiety;  $R_8$  is a substituted or unsubstituted carbocyclic, or heterocyclic moiety; and X, Y and Z are independently a bond, -O-, -C(=O)-, -NR<sup>Z1</sup>-, -CHOR<sup>Z1</sup>-, or a substituted or unsubstituted C<sub>0-6</sub> alkenyl or C<sub>0-6</sub> alkenyl where up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR<sup>Z1</sup> ~~and each occurrence of, wherein~~  $R^{Z1}$  is hydrogen or alkyl; and pharmaceutically acceptable derivatives thereof.

24. (CURRENTLY AMENDED) The composition of claim 23, wherein Q has the structure:



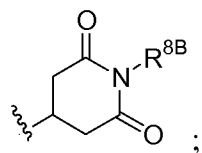
wherein  $R_7$  is a substituted or unsubstituted lower alkyl moiety;  $R_8$  is a substituted or unsubstituted carbocyclic moiety, or a heterocyclic moiety; and  $R^Y$  is hydrogen, -OR<sup>Y1</sup>; wherein  $R^{Y1}$  is hydrogen, alkyl, or heteroalkyl.

25. (CURRENTLY AMENDED) The composition claim 13, wherein  $R_8$  is one of:



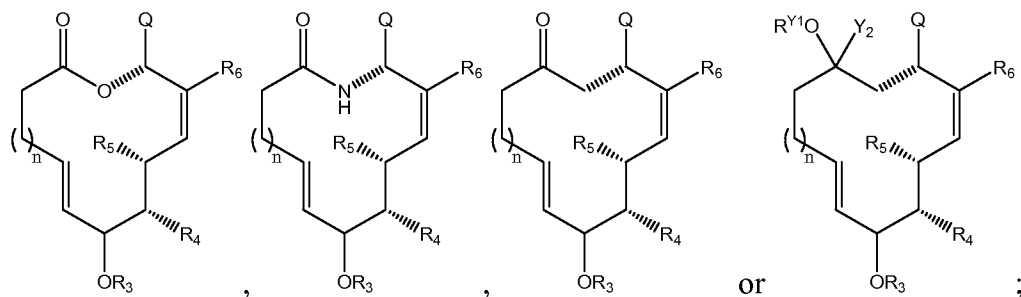
wherein p is an integer from 0 to 5; q is 1 or 2, r is an integer from 1 to 6; each occurrence of  $R^{8A}$  is independently hydrogen, and each occurrence of  $R^{8B}$  is independently hydrogen or lower alkyl.

26. (ORIGINAL) The composition of claim 25, wherein  $R_8$  has the structure:



wherein  $R^{8B}$  is hydrogen or lower alkyl.

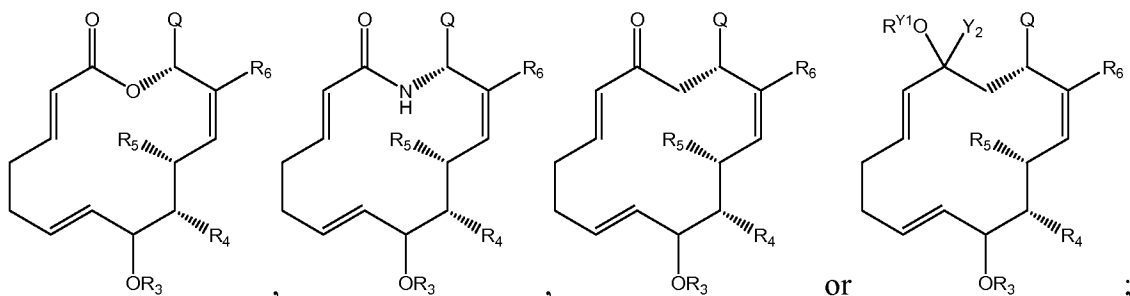
27. (PREVIOUSLY PRESENTED) The composition of claim 1 wherein  $n$  is 3.
28. (PREVIOUSLY PRESENTED) The composition of claim 12 wherein  $Y_1$  is  $OR^{Y1}$  and  $Y_2$  is lower alkyl; wherein  $R^{Y1}$  is hydrogen or lower alkyl.
29. (ORIGINAL) The composition of claim 28, wherein  $Y_1$  is OH and  $Y_2$  is  $CF_3$ .
30. (ORIGINAL) The composition of claim 11 wherein  $R_a$ ,  $R_b$  and  $R_c$  are each hydrogen, and the compound has one of the structures:



or pharmaceutically acceptable derivative thereof;

wherein  $R_3$ - $R_6$ ,  $n$  and  $Q$  are as defined in claim 1; and  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl.

31. (ORIGINAL) The composition of claim 1 wherein the compound has the structure:

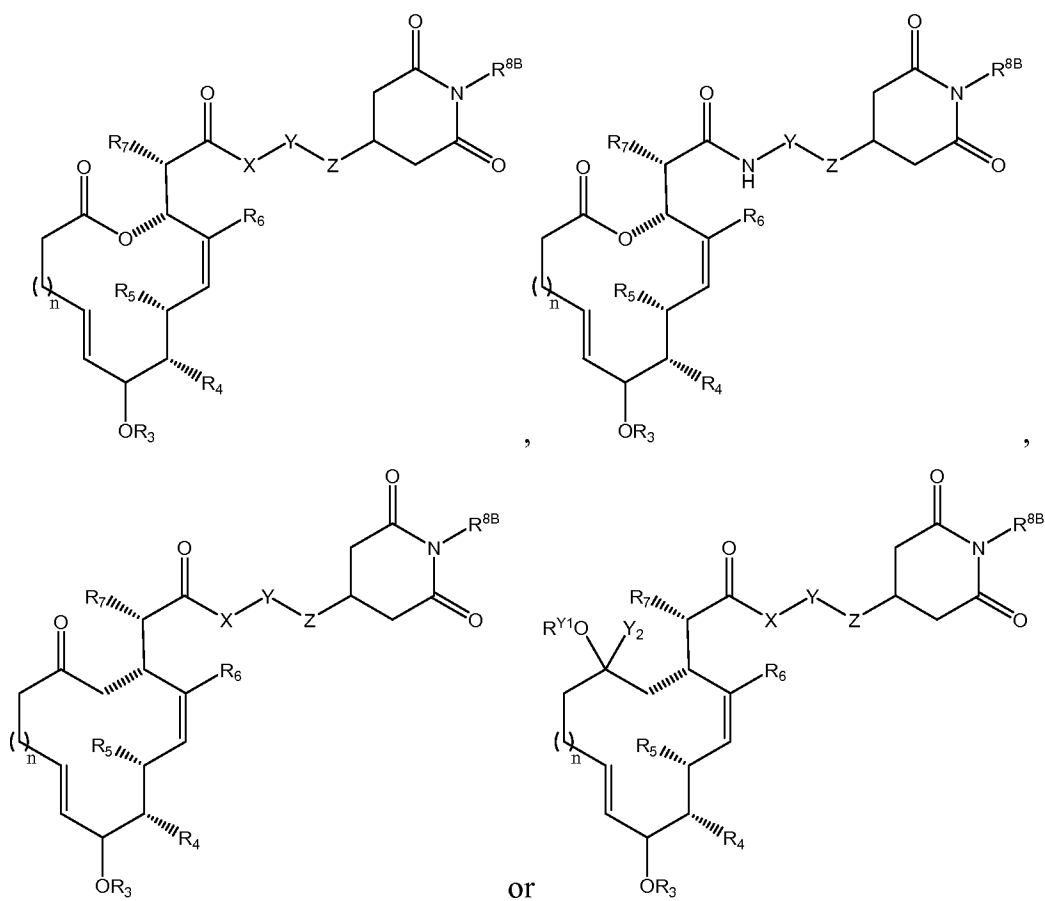




or pharmaceutically acceptable derivative thereof;

wherein  $R_3$ - $R_6$  and  $Q$  are as defined in claim 11; and  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl.

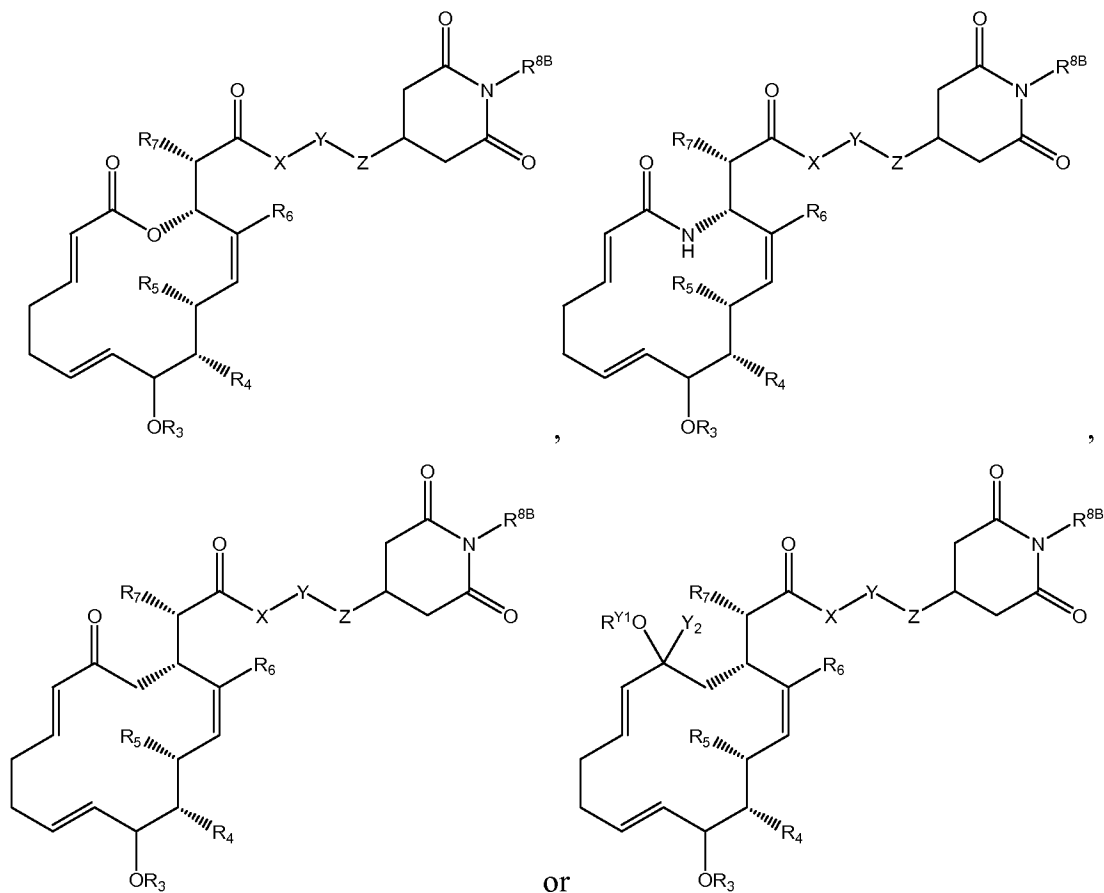
32. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein  $R_3$ - $R_6$  and  $n$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted lower alkyl moiety;  $R^{8B}$  is hydrogen or lower alkyl; and  $X$ ,  $Y$  and  $Z$  are independently a bond,  $-O-$ ,  $-C(=O)-$ ,  $-NR^{Z1}-$ ,  $-CHOR^{Z1}$ ; or a substituted or unsubstituted  $C_{0-6}$  alkylenyl or  $C_{0-6}$  alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by  $CO$ ,  $O$ , or  $NR^{Z1}$ ; and  $R^{Z1}$  is hydrogen, or alkyl.

33. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:

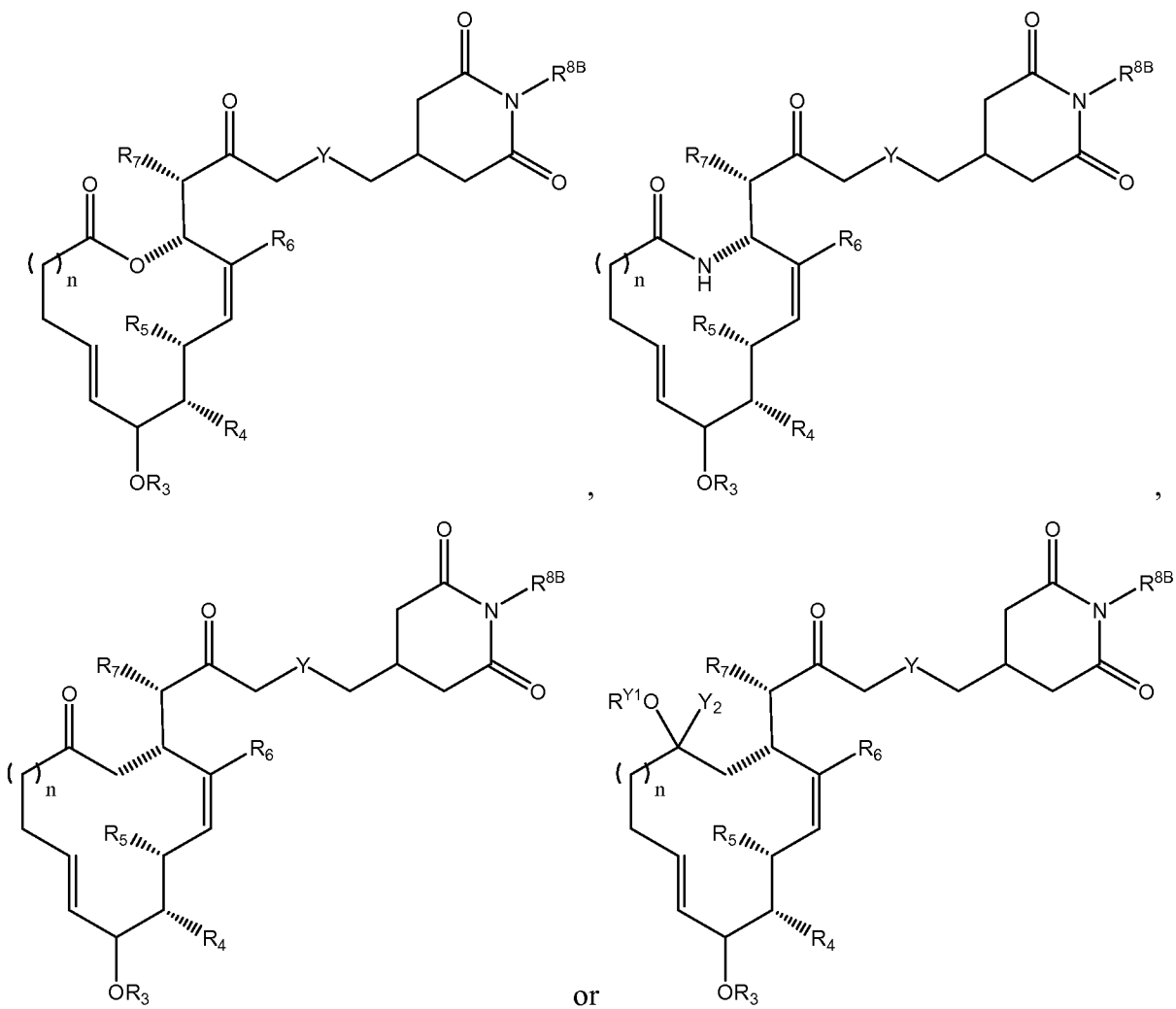


or pharmaceutically acceptable derivative thereof;

wherein  $R_3$ - $R_6$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, lower alkyl moiety;  $R^{8B}$  is hydrogen or lower alkyl; and X, Y and Z are independently a bond, -O-, -C(=O)-, -NR<sup>Z1</sup>, or -CHOR<sup>Z1</sup>; or a substituted or unsubstituted C<sub>0-6</sub> alkylenyl or C<sub>0-6</sub> alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR<sup>Z1</sup>; and R<sup>Z1</sup> is hydrogen or alkyl.

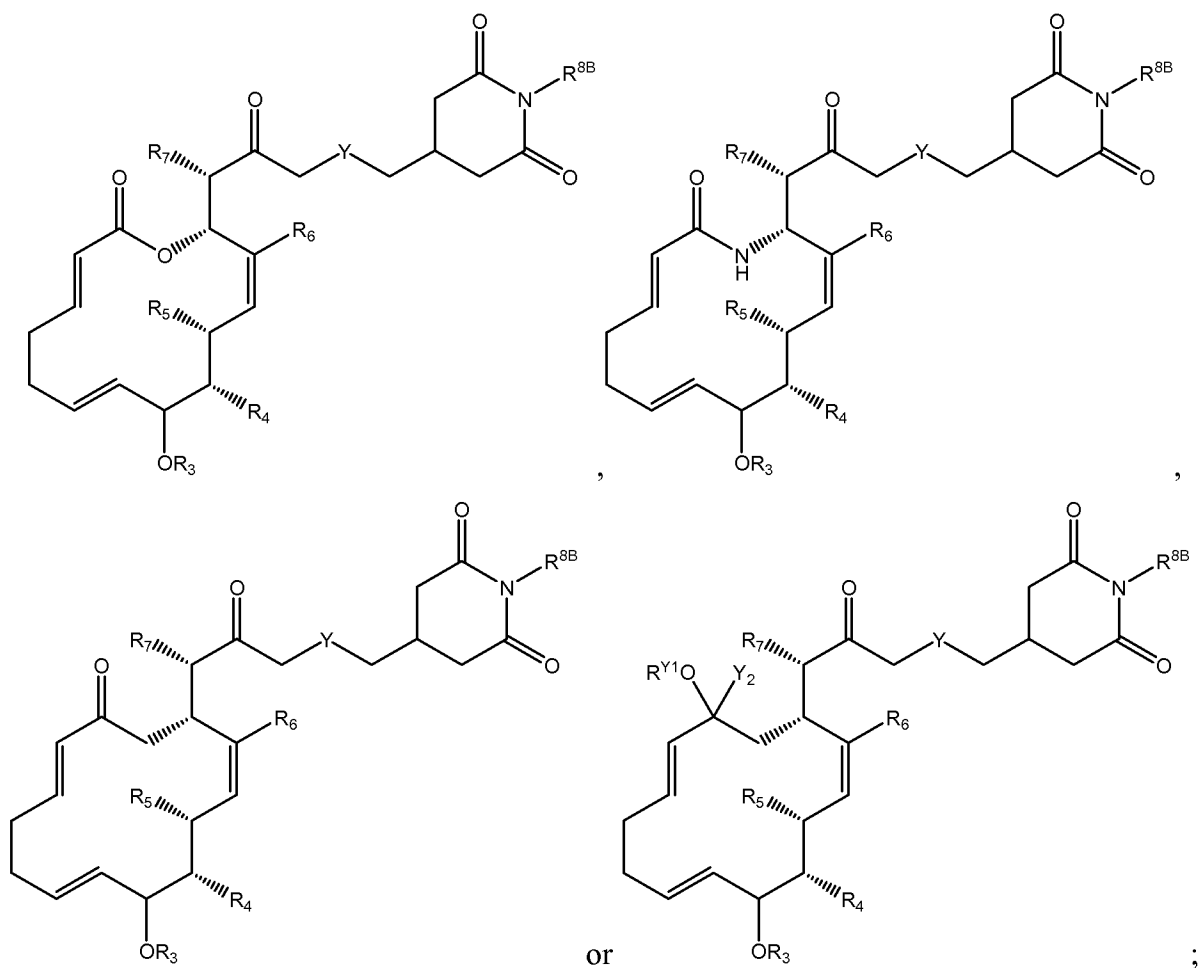
34. (PREVIOUSLY PRESENTED) The composition of claim 32 or 33, wherein -X-Y-Z together represents the moiety -CH<sub>2</sub>-Y-CH<sub>2</sub>; wherein Y is -CHOR<sup>Y1</sup> or C=O; and R<sup>Y1</sup> and R<sup>Y2</sup> are independently hydrogen or alkyl.

35. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



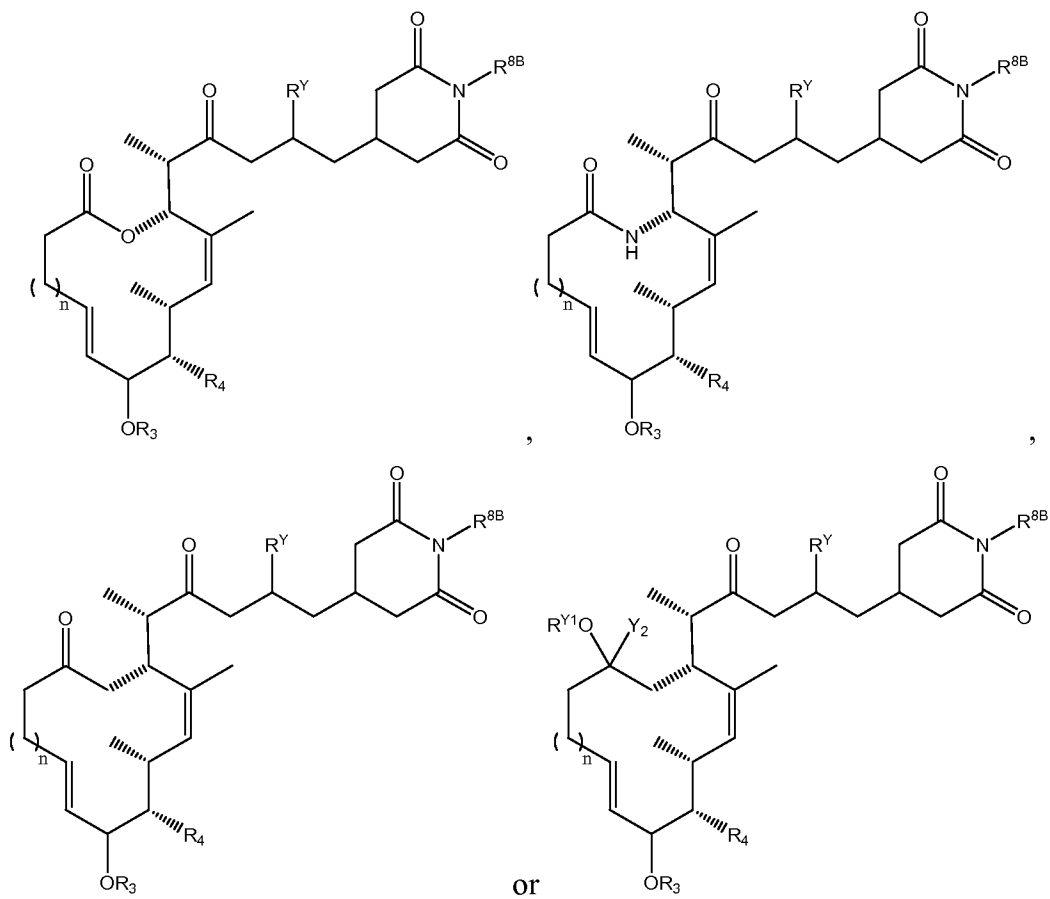
wherein  $R_3$ - $R_6$  and  $n$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, lower alkyl moiety;  $R^{8B}$  is hydrogen or lower alkyl; and  $Y$  is  $-\text{CHOR}^{Y1}$ , or  $\text{C}=\text{O}$ , and  $R^{Y1}$  is hydrogen, alkyl, or heteroalkyl.

36. (PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



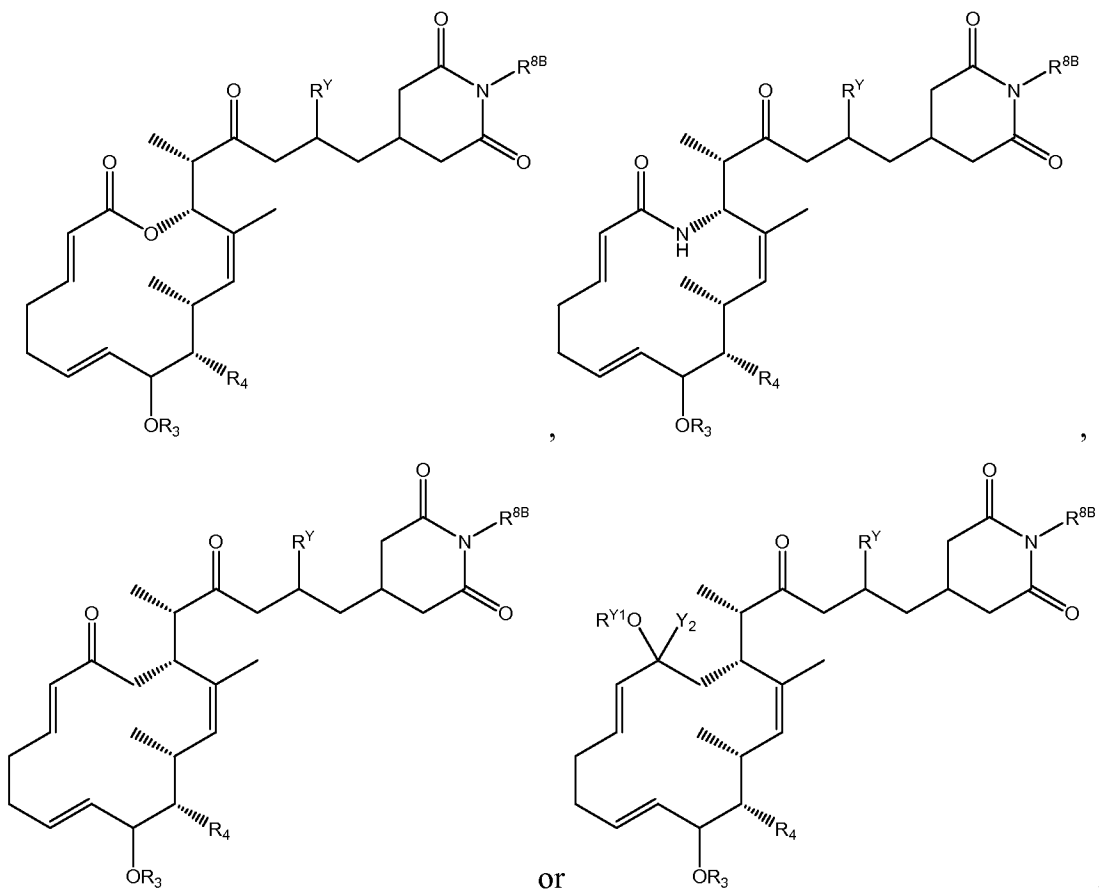
wherein  $R_3$ - $R_6$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, lower alkyl moiety;  $R^{8B}$  is hydrogen or lower alkyl; and  $Y$  is  $-\text{CHOR}^{Y1}$ , or  $\text{C}=\text{O}$ ; and  $R^{Y1}$  is hydrogen, alkyl, or heteroalkyl.

37. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



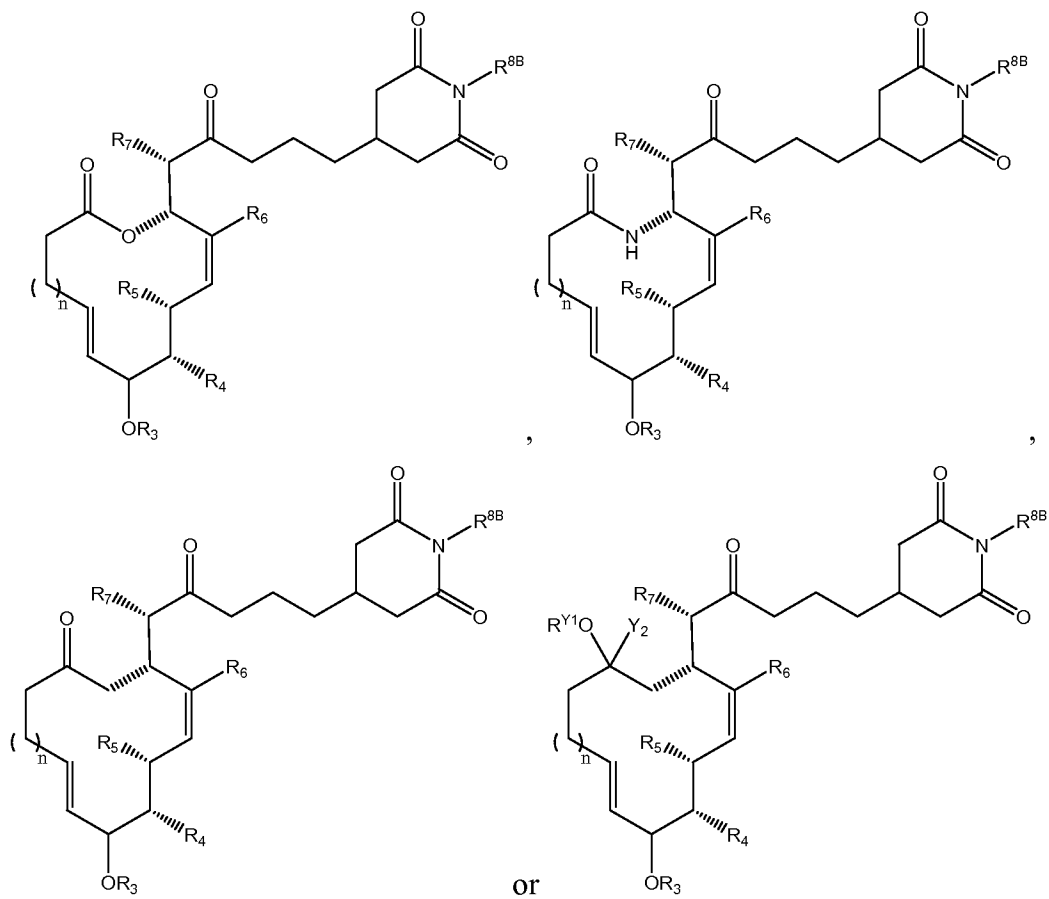
wherein  $n$ ,  $R_3$  and  $R_4$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R^{8B}$  is hydrogen or lower alkyl; and  $R^Y$  is hydrogen, or  $-OR^{Y1}$ ; wherein  $R^{Y1}$  is hydrogen, alkyl, or heteroalkyl.

38. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



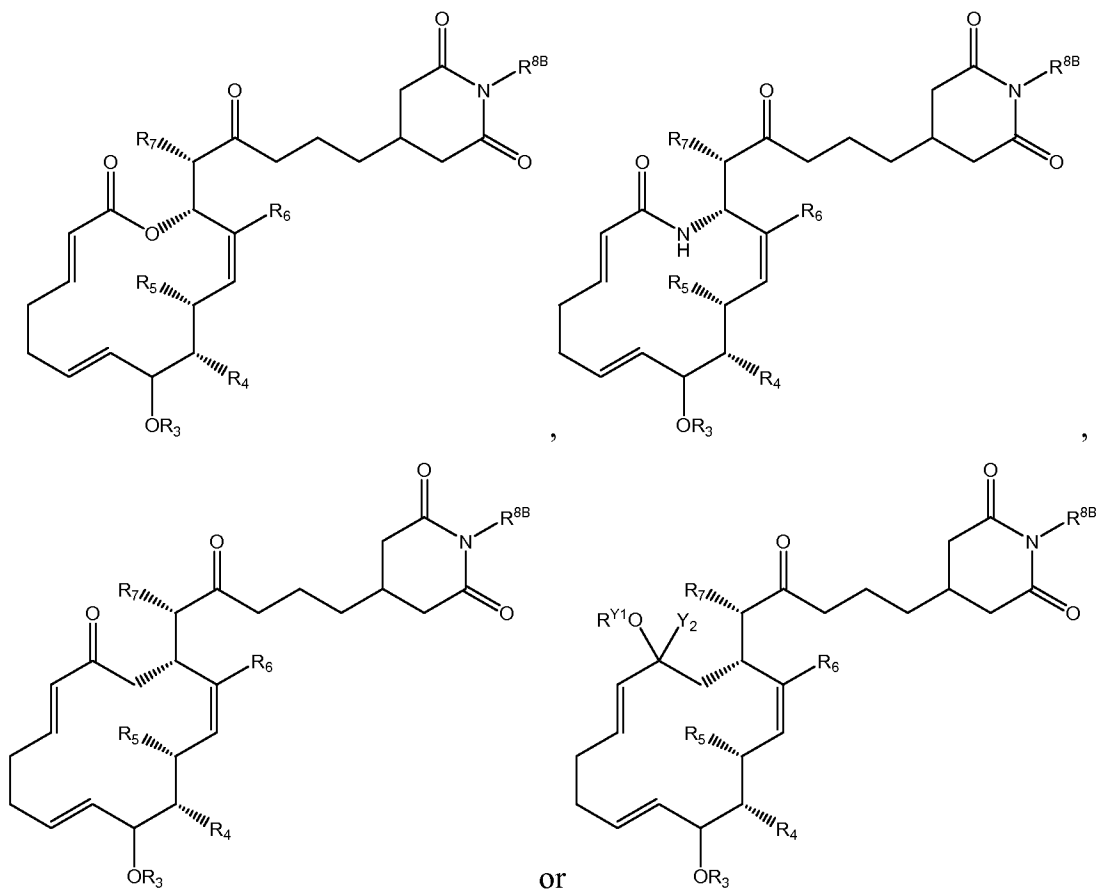
wherein  $R_3$  and  $R_4$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R^{8B}$  is hydrogen or lower alkyl; and  $R^Y$  is hydrogen, or  $-OR^{Y1}$ ; wherein  $R^{Y1}$  is hydrogen, alkyl, or heteroalkyl.

39. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



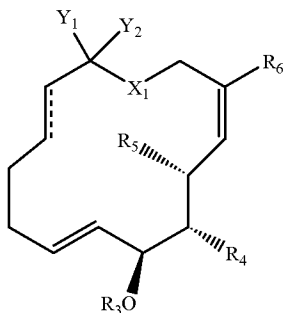
wherein  $R_3$ - $R_6$  and  $n$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, lower alkyl moiety; and  $R^{8B}$  is hydrogen or lower alkyl.

40. **(PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



wherein R<sub>3</sub>-R<sub>6</sub> are as defined in claim 11; Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl; R<sub>7</sub> is a substituted or unsubstituted, lower alkyl moiety; and R<sup>8B</sup> is hydrogen or lower alkyl.

41. (CURRENTLY AMENDED) The composition of claim 11 wherein the compound has the following structure:



or a pharmaceutically acceptable salt thereof;

wherein X<sub>1</sub> is CH<sub>2</sub>, NH or O;



$Y_1$  and  $Y_2$  are independently OH,  $C(R^{Y1})_3$  or  $Y_1$  and  $Y_2$  taken together with the carbon atom to which they are attached are  $-C=O$ , wherein  $R^{Y1}$  is halo;

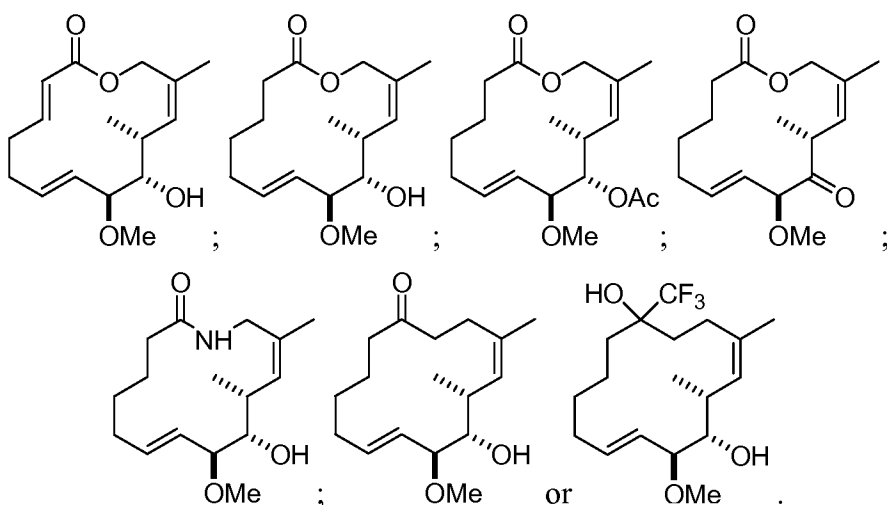
$R_6$  is H or lower alkyl;

$R_5$  is H or lower alkyl;

$R_4$  is OH, -OAc or oxo; and

$R_3$  is alkyl.

42. (ORIGINAL) The composition of claim 41 wherein the compound has one of the following structures:



Claims 43 and 44 (CANCELED).

45. (ORIGINAL) The composition of claim 1, further comprising a cytotoxic agent.

46. (ORIGINAL) The composition of claim 45, wherein the cytotoxic agent is an anticancer agent.

47. (ORIGINAL) The composition of claim 1, further comprising a palliative agent.

Claims 48-62 (CANCELED).